

COUNTERCLAIM

6. Paragraph 6 of the Counterclaim does not make any factual allegations to which a response is required; to the extent a response is required, Counter-Defendant denies the allegations.²

FACTUAL BACKGROUND

A. THE CHAPTER 11 CASE

7. Admitted.

8. Admitted only that Vanguard Natural Resources, LLC (“VNR”) and its affiliated debtors in these bankruptcy cases (collectively, the “Debtors”) filed *Debtors’ Emergency Motion for Entry of Interim and Final Orders Authorizing Payment of Certain Prepetition and Postpetition Taxes and Fees* [Main Case Docket No. 8] and that the Court entered its *Final Order Authorizing Payment of Certain Prepetition and Postpetition Taxes and Fees* (the “Taxes Order”) [Main Case Docket No. 59] on February 2, 2017. The remainder of the allegations set forth in paragraph 8 of the Counterclaim are denied as stated because the referenced documents are writings that speak for themselves.

9. Admitted only that the Debtors made certain payments on account of ad valorem taxes after entry of the Taxes Order. The remainder of the allegations set forth in paragraph 9 are denied.

10. Admitted.

11. Admitted.

² Counterclaimant’s Counterclaim begins at paragraph 6 because it follows uninterrupted from Counterclaimant’s affirmative defenses to the claims asserted in Plaintiff’s Complaint. Accordingly, Counter-Defendant’s Answer to Counterclaimant’s Counterclaim likewise begins at paragraph 6.

12. The allegations set forth in paragraph 12 of the Counterclaim are denied as stated because the referenced document is a writing that speaks for itself.

B. WYOMING AD VALOREM TAXES

13. The allegations set forth in paragraph 13 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant lacks knowledge or information sufficient to form a belief as to the truth of the allegations and therefore denies them.

14. The allegations set forth in paragraph 14 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant lacks knowledge or information sufficient to form a belief as to the truth of the allegations and therefore denies them.

15. The allegations set forth in paragraph 15 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant lacks knowledge or information sufficient to form a belief as to the truth of the allegations and therefore denies them.

16. The allegations set forth in paragraph 16 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant lacks knowledge or information sufficient to form a belief as to the truth of the allegations and therefore denies them.

17. The allegations set forth in paragraph 17 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant lacks knowledge or information sufficient to form a belief as to the truth of the allegations and therefore denies them.

18. Admitted only that Counter-Defendant made a payment to Counterclaimant for 2017 ad valorem taxes after August 1, 2017. The remainder of the allegations set forth in paragraph 18 are denied.

19. Admitted only that Counter-Defendant filed its Complaint against Counterclaimant on August 15, 2018. The remainder of the allegations set forth in paragraph 19 of the Counterclaim are denied as stated because the referenced documents are writings that speak for themselves.

CAUSE OF ACTION

20. Paragraph 20 of the Counterclaim does not make any factual allegations to which a response is required; to the extent a response is required, Counter-Defendant denies the allegations.

21. Denied.

22. The allegations set forth in paragraph 22 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant denies the allegations.

23. The allegations set forth in paragraph 23 of the Counterclaim constitute legal conclusions to which no response is required; to the extent a response is required, Counter-Defendant denies the allegations.

24. Denied.

25. Denied.

26. Denied.

27. Admitted only that the Court entered an *Order Allowing the Late-Filed Claim No. 1046 of Sublette County, Wyoming, as Timely Filed* [Main Case Docket No. 1788]. The remainder of the allegations set forth in paragraph 27 are denied.

28. Denied.

PRAYER

This paragraph of the Counterclaim does not make any factual allegations to which a response is required; to the extent a response is required, Counter-Defendant denies the allegations.

FIRST AFFIRMATIVE DEFENSE

1. The Counterclaim fails to state a claim upon which relief can be granted.

SECOND AFFIRMATIVE DEFENSE

2. The Counterclaim is barred by the doctrines of waiver, laches, and estoppel.

THIRD AFFIRMATIVE DEFENSE

3. The Counterclaim is barred because Counterclaimant's claim for the 2017 ad valorem taxes was discharged under 11 U.S.C. § 1141(d)(1)(A) and the terms of the *Debtors' Modified Second Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Main Case Docket No. 1096].

FOURTH AFFIRMATIVE DEFENSE

4. The Counterclaim is barred because Counterclaimant received actual notice of the bar date for proofs of claim filed by governmental units more than one year ago and therefore has no excusable neglect in failing to file a proof of claim for the 2017 ad valorem taxes.

FIFTH AFFIRMATIVE DEFENSE

5. The Counterclaim is barred because the Taxes Order did not create a duty to pay the 2017 ad valorem taxes and Counterclaimant therefore has no excuse for neglecting to file the proof of claim for the taxes.

SIXTH AFFIRMATIVE DEFENSE

6. The Counterclaim is barred because of the danger of prejudice to Counter-Defendant if an untimely proof of claim were permitted.

SEVENTH AFFIRMATIVE DEFENSE

7. The Counterclaim is barred because the delay in filing a proof of claim was within the control of the Counterclaimant.

WHEREFORE, having fully answered the Counterclaim, Counter-Defendant requests that the Court enter judgment in favor of Counter-Defendant and against Counterclaimant, award Counter-Defendant its reasonable legal fees and costs, and grant such further and other relief as is just and equitable.

Dated: January 28, 2019

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/s/ James T. Grogan

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CERTIFICATE OF SERVICE

I certify that on January 28, 2019, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on Counterclaimant.

/s/ James T. Grogan

James T. Grogan, Esq.